

Exhibit 1

ARTICLES OF INCORPORATION

CERTIFICATE OF INCORPORATION

OF

TALLGRASS COMMUNICATIONS INC.

FIRST. The name of the corporation is TallGrass Communications Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is 9 East Lockerman Street, in the city of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD. The nature of business to be conducted or promoted and the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. number of shares of stock which the corporation shall have authority to issue is 100,000, and the number of shares issued is 1,000, all of which shall be Common Stock with no par value per share.

FIFTH. The name and mailing address of the incorporator is as follows:

John T. McEnroe
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle Street, Suite 2600
Chicago, Illinois 60601

SIXTH. The initial number of directors shall be one (1) and the initial director is Douglas H. Low. The number of directors of the corporation shall be fixed from time to time by the By-Laws of the corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

The corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he

VPCH10117571518.1

is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification and advancement of expenses provided by or granted pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which any person indemnified or being advanced expenses may be entitled under any statute, By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such person.

The corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article EIGHTH or otherwise.

For purposes of this Article EIGHTH, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article EIGHTH shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the General Corporation Law of the State of Delaware or, other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee

benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of &corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. No diictor of the Corporation shall be liable to the Corporation or irs stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation Or its stockholders. (ii) for acts or omissions not in good faith or Which involve intentional misconduct or a knowing Violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this Certificate this 26th day of January, 1000.



John T. McEnroe, Sole Incorporator

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TALLGRASS COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3165921 8100

001039781

AUTHENTICATION: 0219966

DATE: 01-27-00



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 3, 2000

6087-435-2

CORP-LINK SERVICES, INC.
118 W. EDWARDS ST., STE 200
SPRINGFIELD, IL 62704

RE TALLGRASS COMMUNICATIONS INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
TALLGRASS COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this
day of FEBRUARY A.D. 3RD and of
the Independence of the United States the two
hundred and 24TH 2000 .



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

FEB 3 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State.

Date 02/03/01

Licenses None \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: Mr. F. H. H.

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: TallGrass Communications Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: --
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: ---DE---

(b) Date of Incorporation: January 26, 2000

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: 70 East Lake Street
7th Floor,
Chicago, IL 60601

(b) Address of principal office in Illinois:
(If none, so state)
70 East Lake Street
7th Floor
Chicago, IL 60601

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent John T. McEnroe
First Name Middle Name Last Name

Registered Office 222 North LaSalle Street
Number Street Suite #
Chicago, IL 60601
City Z/P Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Kent County., Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Secretary Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Director Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	None	None	100,000	1,000

9. Paid-in Capital: \$ 1,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts,)

10. (a) Give an estimate of the total value of all the property of the corporation for the following year: \$ 200,000,000
- (b) Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ 2,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 500,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000

11. Interrogatories: (Important-this section must be completed.)

- * (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 70 E. Lake Str Chicago, IL 60601
- (b) Number of shares of all classes owned by residents of Illinois: 1,000
- (c) Number of shares of all classes owned by non-residents of Illinois: 0
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated January 28, 2000
(Month & Day) (Year)

attested by Douglas H. Low
(Signature of Secretary or Assistant Secretary)
Douglas H. Low, Secretary
(Type or Print Name and Title)

TallGrass Communications Inc.
(Exact Name of Corporation)

Douglas H. Low
(Signature of President or Vice President)
by Douglas H. Low, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Exhibit 2

BIOGRAPHIES OF KEY EMPLOYEES

70 East Lake Street, 7th floor 312-236-0575 (office)
Chicago, IL 60601 312-236-0381 (fax)

Plynch@tallgrasscom.com

Peter Lynch

Experience A senior telecommunications executive, experienced in both start-ups and large corporate organizations, who has successfully developed new businesses and technologies.

112000 to Present TallGrassCommunications, Inc. Chicago, IL

Chief Executive Officer and Board Member

Serve as chief executive officer for TallGrass. Oversee the strategic direction, policy and operations of the company. Oversee the hiring of the company's key officers. Represent TallGrass before regulatory agencies. Serve on TallGrass' Board of Directors.

8/1995 to 12/1999 People's Choice TV Corp. Countryside, IL

Senior Vice President-Operations and Marketing

Served as the senior operating executive for this public company (PCTV). Oversaw Company's RF and network engineering, customer service, field operations, marketing and sales activity. Directed an organization of 230 people and an expense budget of \$36 Million. in 1999. **Reported** to the Chairman. Achievements included:

- Spearheaded the strategy to reinvent this MMDS Company founded as an analog, "wireless cable TV" business. Established the Company as a new and successful, high speed Internet Service Provider that uses cable modem technology with MMDS frequencies to provide fixed wireless, broadband, local loop access to the Internet. Launched the new business in 1998 under the brand name **SpeedChoice**.
- Revolutionized and standardized operations while redirecting resources to support new strategy. Created a centralized, functional organization. Directed development of new skills and capacity in Internet and data communications. Directed the achievement of vital inventions and innovations by Engineering staff. Established product development process. Recreated methods & procedures. Reorganized direct sales and created third party distribution channels.
- Established a single Technician doing both RF and PC work as the standard residential installation process. Established LAN integration as a value added service in the business installation process.
- Achieved market leading growth to make the Company the World's leading MMDS wireless broadband business with 2,700 residential customers and 520 business customers at mid-July 1999. **SpeedChoice** revenues were \$275,000 per month in June 1999 and growing at a rate of 12% per month.
- Directed the development of DCTV as a new MMDS TV product with 160 digital quality, channels. Launched it as a test in Phoenix in February 1999. Acquired 1,350 customers, as of mid-July 1999.
- Contributed to attracting Sprint Corp. to acquire Company for \$450 Million (closing mid-October 1999).

9/1991 to 6/1995

NYNEX CableComms PLC.

Surrey, England

Executive Director -- Marketing

Served as a founding Officer of this start-up, facilities based CLEC in England. Directed Product development, product management, marketing communications, distribution channels, and product pricing. Contributed to setting strategic direction and Company policy. Reported to President. Achievements include:

- Delivered marketing support to grow customer base, from the ground up, to 133,000 residential telephone customers, 138,000 cable TV customers, and 7,600 business telephone customers. Monthly revenues, were \$9 Million, as of May 1995.
- Created a telephone and cable TV bundle which was branded as Community. Residential customers purchasing both products increased to 58% and cable television churn dropped to 2% a month, the lowest churn rate in the UK industry.
- Formulated a differentiation strategy to driver business and residential telephone sales by discounting telephone prices against BT's prices by 25%. Achieved public awareness of new prices with a \$9 Million program. Residential telephone penetration increased to 22%, as of May 1995.
- Built strategic relationships. Serves as a founding Board Member on two businesses established by industry consortiums, CPP1 Ltd. and the London Interconnect Ltd. Managed BskyB supplier/competitor relationship and secured preferential carriage terms for the Sky TV Channels.
- Contributed to completion of successful 1995 IPO that established Company valuation at \$2.5 Billion.

Left position and returned to USA to assume current position and to avoid UK capital gains tax when my equity vested during the NYNEX CableComms IPO.

Executive Director -- Marketing and Operations

Directed field operations & customer service for both telephone service and cable TV services. Oversaw marketing communications, and product management. Reported to President. Achievements include:

- Launched integrated CLEC and Cable TV operations in the Company's original, two franchise areas. Directed the addition of 9,500 cable TV customers, and 4,200 residential telephone customers.
- Directed development of methods & procedures, and cross functional processes that contributed to the Company being recognized as quality leader. Knocked down cultural barriers and built effect teams.
- Developed and implemented competitive strategies against BskyB and BT. Managed formation of Cable TV's channel line-up and establishment of Cable TV and telephone prices. Directed communication and promotion programs. Negotiated Cable TV content deals.
- Educated NYNEX about the UK markets and cable television. Supported acquisitions assessments.

Reassigned to Executive Director -- Marketing when the growth of business necessitated the creation of a dedicated position focused on leading the business's marketing strategy and activities.

9/1989-9/1991

Britannia Cablesystems Ltd.

Surrey, England

Chief Executive

Created a local loop, communications company with a group of partners. Responsible for the duties of a chief operating officer. Reported to Chairmen and served on the Board of Directors. Achievements include:

- Wrote winning application for 6 British Government **franchises** to provide both cable TV and telephone services within areas containing 750,000 homes.
- Directed the research and selection of technology, and network design for integration of cable TV and telephony services into the local loop. Proved the economic viability of the network design to investors.
- Organized **Solent** franchise to start business. Developed budget. Built the team. Started up initial network design and construction. Led the selection of billing & operation support system. Selected real-estate.
- Contributed to attracting NYNEX Corp. which acquired Britannia Cablesystems.

Entered into a contract of employment with NYNEX **CableComms**, as NYNEX condition to the acquisition.

6/1987 to 9/1989

United Cable Television International Ltd.

Croydon, England

Managing Director

Directed the resumption of growth at the former Croydon Cable under United's ownership. Directed sales & marketing, installation & repair, warehousing, and customer service. Grew customer base to 11,500. Lobbied the British Government to allow cable TV operators to offer telephone services. Reported to President. Separated from United to pursue an equity opportunity within the industry.

4/1985 to 6/1987

Croydon Cable Ltd.

Croydon,

England

General Manager

Pioneered the introduction and translation of USA cable TV methods and practices into a start-up Company in the newly formed British cable TV industry. Establishes and trained new employee base. Grew customer base to 4,700. Validated British Cable as an investment opportunity to United Cable Television. Transferred employment to United when they acquired business. Served on Board of Directors. Reported to Chairman.

**Earlier
Experience**

1982 General Manager, Cablevision Systems Development Corp., Brookline MA
1980 Director of Development, Times Mirror Cable Television, Boston MA
1978 Project Manager, Massachusetts Bay Transportation Authority, Boston MA
1977 Consultant, Office of Vice President Walter Mondale, Washington D.C.
1974 Member of Staff, Office of Governor Michael S. Dukakis, Boston MA
1972 Salesman, Browning-Ferris Industries, Boston MA

Education

1971

Boston College; BA in Economics

Chestnut Hill, MA

Sunil S. Kripalani

70 East Lake Street, 7th floor

Chicago, IL 60601

Tel: 312/236-2872

Fax: 312/236-0381

E-Mail: skripalani@tallgrasscom.com

March 2000 to present:

Chief Technical Officer

TallGrass Communications, Inc.

I am responsible for the evaluation, implementation, and operation of all computers and networking components utilized by TallGrass.

August 1996 to February 2000:

Vice President, Information Technology

People's Choice TV Corp. /*SpeedChoice (www.speedchoice.com). SpeedChoice is a broadband "wireless" version of cable modem access. Acquired by Sprint for \$400M in 9/99.*

I was part of SpeedChoice since its inception and helped define the company's technical strategy and implementation of data over MMDS. This included network design, implementation and operation. Managed all aspects of the SpeedChoice Network Engineering group who develop and implement new customer products and services, the Network Operations group who handle customer provisioning, customer troubleshooting and capacity planning and the Enterprise Information Services group who handle internal LANs, WANs, Operating Support Systems and Telephony services.

- Designed and developed a regional, fixed wireless high speed IP based network using exclusive use MMDS (Multi-Channel, Multi-Point Distribution Network) frequencies. SpeedChoice provides data at downstream speeds up to 10Mbps with POPs (Points of Presence) in Detroit and Phoenix with a Network Operations Center in Chicago.
- Guided and led the Information Technology organization from supporting an analog video provider to a High Speed Internet Access and Digital Video provider.
- Designed a secured Class A Data Center and Point of Presence facilities with multiple telco access points, redundant power and redundant HVAC.
- Developed Internet Service Provider (ISP) service offerings including access, e-mail, web hosting and secured Intranet and Extranet applications.
- Developed, recruited and managed a team of 35 IT professionals in Network Operations, Network Engineering and Enterprise Information Services with an annual budget of over \$3M.
- Designed and implemented a 7x24x365 NOC to support network management, customer provisioning, capacity planning and escalated customer support.
- Initiated and negotiated all external vendor agreements including Internet backbone access, hardware manufacturers, local loop and long distance telco facilities from RBOCs, CLECs and Long Distance carriers.

- Demonstrated a proven track record in large scale project management with deliverables, timeframes and budget constraints.
- . Responsible for **SpeedChoice** strategic planning including network design, Internet backbone connectivity, new product technical review and large scale custom customer implementation.

June 1995 to August 1996:

Director, Information Services

People's Choice TV Corp. (www.pchoicetv.com) - Controls MMDS (Multi-Channel, Multi-Point Distribution Service) spectrum in nine major metropolitan markets across the Midwest and Southwest with a market potential of 10M homes and 2M businesses.

- . Implemented the company's Wide Area Network connecting eight offices across the country with a private, clear channel leased line network for voice and multi-protocol data including TCP/IP, IPX/SPX and SNA.
- . Responsible for the company's internal voice and data communications including Local Area Networks, Voice systems and Operating Support Systems (Billing, Accounts Receivable, Customer Care, Contact Management and Accounting systems).
- . Standardized and consolidated the company's internal customer reporting, order entry processing and end user support.
- Relocated the company's data center operations and WAN infrastructure **from** St. Louis to Chicago with minimal operational impact.
- Managed a team of IT professionals in areas of end-user support, network design and implementation.

January 1988 -June 1995:

Information Services Project Manager

Western Communications - Operated seven cable television systems in California, New Mexico and Hawaii serving 330, 000 customers.

- . Designed and implemented Local Area Networks for seven regional offices across three states with 150+ Macintosh and PC users.
- Managed end-user hardware and software support.
- Responsible for implementation and support of **CableMaster**, a centralized transaction based Customer Management system on the IBM AS/400 platform.
- Consolidated seven regional data centers into **a** single, centralized data center in San Francisco.
- . Designed and implemented an industry leading Interactive Voice Response order entry system for Pay Per View transactions that reduced ordering time from three minutes to 20 seconds with real-time database **access** and no manual intervention.
- . Designed a consolidated call center to be co-located with the data center for single call resolution to all order entry and service related inquiries.

August 1985 -January 1988

System Operator/Telemarketing Supervisor

Concord TV Cable

- Responsible for nightly, billing and month-end job processing for a local cable company serving 40,000 customers.
- . Developed standardized processing procedures for the **CableMaster** customer management database used across other operating companies.

- Supervised and trained a team of seven outbound telemarketing agents to sell premium cable television services.

Hardware:

Newbridge MainStreet Bandwidth Managers, Cisco Routers (16xx, 25xx-75xx), Cisco Catalyst Switches (28xx, 5xxx), IBM AS/400, IBM RS/6000, HP NetServers, 3COM Total Control modem banks, SUN Microsystems UltraSparc, Ascend TNT access devices, Macintosh, Nortel IVR, Nortel PBXs (Norstar, Option 11 and Option 61), Shiva LanRover,

Network Topology:

Ethernet, Fast Ethernet, FDDI, ATM, Token Ring

Network Protocols:

TCP/IP, AppleTalk, SNA, IPX/SPX

Software/Operating Systems:

Windows 3.1, 95, 98 & NT, MAC/OS, Solaris, Linux, FreeBSD, Novell Netware

Education:

Bachelor of Science, Business Administration - Marketing
California State University, Hayward

Stephen M. Lee

70 East Lake Street, 7th floor
Chicago, IL 60601
Tel (3 12) 560-6762
Fax (3 12) 236-0381
slee@tallgrasscom.com

EXPERIENCE & ACCOMPLISHMENTS

TALLGRASS COMMUNICATIONS, INC. (April 1999 - Present)

Vice President Strategic Business Development, Chicago, IL

- Responsible for establishing relationships with other carriers, content providers, Internet Service Providers, and large enterprise customers,

21st CENTURY TELECOM GROUP, INC. (April 1996 -April 1999)

Vice President Strategic Business Development

Senior Vice President Internet and Data Services, Chicago, IL

- Created the business plan defining 21st Century's cable modem Internet access service.
- Responsible for the design and installation of the corporate Local Area Network, telephone system, and for the selection and management of the staff necessary to support the internal Information Services requirements of the company.
- Assisted in the design of the distributed network architecture to support cable modem services.
- Responsible for the design of all network elements devoted exclusively to the cable modem service
- Managed the cable modem vendor evaluation and selection processes.
- One of 4 participants in the successful efforts of the company to raise \$250MM in operating capital through a series of presentations to banks and investment institutions.
- Responsible for the selection, training, and management of the cable modem installation staff.
- Designed, negotiated with vendors, and managed the installation of all switches, routers, servers, and other network hardware and software elements necessary to provide Internet Service Provider services.
- Assisted in the design of literature, marketing campaigns and sales compensation programs specific to the cable modem service.
- Represented the company in various CATV and data communications industry trade groups and conferences.

HYPERSPACE NETWORKS, INC. (November 1995-April 1996)

Vice President, Technology/National Sales Manager, Chicago, IL

- Designed a 14 city national ATM network for this Internet Service Provider start-up.
- Designed all marketing literature; hired and managed all sales personnel.
- Managed the construction and on-going support of all Internet headend software and hardware.

MFS DATANET, INC. (October 1993 - November 1995)

Director, Central Region Sales, Chicago, IL

- Built a direct sales force for this new division of the leading U.S. competitive access provider.
- Involved in all aspects of lease negotiation, hiring, and managing a sales and technical support team comprised of twenty-five professionals distributed across three cities.
- Helped launch Datanet's high speed LAN Interconnect service for providing transparent Local Area Network interconnectivity over both the Metropolitan and Wide Area utilizing Frame Relay and Asynchronous Transfer Mode technology.
- Developed a strong working relationship with both Value Added Resellers and the Regional Bell Operating Companies. These relationships allowed **Datanet** to increase its market presence and broaden its service offering without commensurate increases in cost of sales.
- Developed sole-source relationship with key participants in the Futures Industry, which allowed for extensive penetration in this key vertical market.

GRAPHNET, INC. (October 1983 -October 1993)

Western Area Manager, Chicago, IL

- Managed all sales, marketing, and technical support activities in the western United States and Canada for a leading provider of Value Added Network and messaging services.
- Managed the penetration of Fortune 500 key accounts through coordination of all activities, including the development of products to address new messaging technologies (e.g. X.400, EDI, frame relay).
- Formulated revenue assignments and sales strategies for the team of four districts and 29 sales/technical support personnel.
- Managed the network and customer support staffs to maintain high levels of network performance and ensure customer satisfaction.

General Manager/Chief Operating Officer, Toronto, Canada

- Directed all activities of this wholly-owned **Graphnet** subsidiary.
- Performed market analysis to gauge the viability of **Graphnet's** entry into the Canadian marketplace.
- Hired all network, technical support and sales personnel.
- Designed and managed the installation of a Canadian-wide X.25 network.
- Established strategic relationships with existing Canadian message service providers and other **third-party** distribution channels.

North Central Regional Sales Manager, Chicago, IL

- Directed all sales and technical support activities of eleven professionals in twelve Midwestern states.

ITT WORLD COMMUNICATIONS, MC. (January 1979 - October 1983)

Major Account Manager/Systems Sales Engineer, Milwaukee, WI

- Directed all sales and technical activities for four professionals, serving the Wisconsin and Minnesota sales territories.

Account Manager, Chicago, IL

- Chicago Loop territory with emphasis in the banking and brokerage industries.

- Member Chicago Futures Trading Telecommunications Association,

Account Representative, Washington, D.C.

- Telemarketing representative selling messaging services in the Chicago geographic territory.

EDUCATION

University of Virginia, McIntire School of Commerce, Charlottesville, VA

- Bachelor of Science Degree in Marketing; minor in Management
- Graduated on Dean's List

SALES & TECHNICAL TRAINING

- Business Communications Review-Certificate in Data Communications
- Data-Tech Institute-Advanced Training in IBM Network Architectures
- Xerox Learning Systems-Advanced Executive Leadership Skills Course; Time Management Skills Course
- ITT University
 - Selling to the Multinational Client
 - Private Line and Switched Messaging Services
 - Data Communications Concepts
- Graphnet Representative
 - Electronic Mail Association
 - Petroleum Industry EDI Association
 - SoftSwitch Users Conference
- International Engineering Consortium
 - Plenary Panel member 1999 "The Future of Broadband Networks"
 - Chairperson: Corn-Forum 1998 - "Cable Modem Technologies"
 - Speaker: Corn-Forum 1998 - "LEC vs CLEC in the Marketplace"
- JavaSoft Conference
 - 1998 Speaker - "Real World Java Implementations"
- 21 st Century Representative
 - CiscoWorks 1998 Conference

JOHN J. McHALE

**70 East Lake Street, 7th floor
Chicago, Illinois 60601
(office) (312) 236-2857
(fax) (312) 236-0381**

Email: jmchale@tallgrasscom.com

CAREER SUMMARY

Telecommunications and Internet professional with strong leadership skills.
Extensive experience within Operations, Customer Service, Marketing and Sales.
Goal oriented team leader with a history of results accomplishment in each assignment.

EMPLOYMENT HISTORY

TallGrass Communications, Inc., Chicago, Illinois

2000-Present

Vice President, Marketing & Sales

Reporting to the Chief Executive Officer. Responsible for all direct and channel sales efforts: including recruiting, hiring, and managing TallGrass' sales staff, as well as creating and placing all TallGrass marketing programs.

SpeedChoice Internet, Chicago, Illinois

1998-1999

Vice President, Marketing & Sales

Reporting to the Chief Operating Officer, staffed the Marketing and Sales organizations, expanded the product portfolio utilizing wireless technology, introduced the first MMDS 2 way wireless high speed Internet service within the United States, implemented the 1999 Marketing Plan, Direct Sales and Dealer Compensation Plans and employee training programs (after it acquired a base of 3,800 Internet customers, the company was purchased by Sprint in October 1999).

Consultant

1997-1998

SpeedChoice Internet, Chicago, Illinois – Sales & Marketing Processes

Reporting to the Chief Operating Officer, designed the Marketing and Sales organizations and developed the product portfolio.

Cable & Wireless plc, United Kingdom – Business Sales Compensation

Reporting to the Managing Director, Business, constructed compensation plans for Direct Sales, Dealer, Telesales and Telephone Account Management channels.

NYNEX CableComms Ltd, United Kingdom
Executive Director, Business Markets

1994-1 997

Reporting to the CEO, founded and managed national Cable Telephone Business Marketing, Sales and Customer Service organizations through a growth period of 3 and a half years. Grew the organization to 126 positions, more than doubling revenues and customer base annually.

	1993	1994	1995	1996	6Mo97
*Total Revenue	1.363M	2.910M	6.302M	15.393M	12.706M
Total Circuits	1,809	5,311	14,260	33,287	44,685

*Pounds Sterling

NYNEX Corporation, New York

1981-1993

Division Manager, Sales

1988-1993

Reporting to the Vice President of Sales, provided Marketing and Sales services to the top 400 business customers in New York, managing an embedded annual billable base of \$1 Billion.

- 1988-1993 averaged \$88 Million in sales revenue per year and 114% of annual objective
- 1991 Chairman's Club as leading Sales Division
- 1988-1993 President's Club for 100% or higher objective attainment
- 1993 President's Award for Superior Service Performance

District Manager, Operations

1985-1988

Responsible for managing installation and maintenance operations for 225,000 NYNEX business and residential customers in midtown Manhattan.

- Served as the White House Communications Agency operations liaison for 3 years and supervised the provision of communications services for 3 to 4 Presidential visits to New York City and the United Nations per year

District Staff Manager

1985

Responsible for 3,200 employee personnel and \$120 Million budget functions for Operations Department.

District Manager, Centralized Operations Group 1981-1985

Implemented, and for 4 years managed, New York Telephone's Centralized Operations Group.

- . Established and managed the largest Customer Service organization of its type within the u s
- . Instituted quality improvement processes that lead to a 90% reduction in customer complaints

AT&T, Basking Ridge, New Jersey 1978-1981

District Staff Manager

Managed the Telephone Service Attitude Measurement program reaching a high of 5.5 Million customer telephone interviews per year, the largest such survey in the world.

Joined the AT&T Bell System in a fast track, graduate management program in April 1970. Spent the next several years in a variety of assignments within the Operations Departments.

EDUCATION

Cornell University, BS -Hotel Administration, June 1966

Carnegie-Mellon University, Executive Program, March-April 1984

University of Pennsylvania, Managing Organizational Change, November 1991

Computer Skills: Windows 3.1, Windows 95 & 98, Excel, Word

MILITARY

US Army 1967 – 1970

Field Artillery Officer, 1st Lieutenant – Vietnam Veteran

MICHAEL R. PIPPIN

**70 East Lake Street, 7th floor, Chicago, IL 60601, tel. (630) 918-0898, fax (312) 236-0381
mpippin@tallgrasscom.com**

Summary

A systems and applications engineer specializing in LAN/WAN technology with system design, integration and installation accountability for telecom and datacom products providing sales engineering and customer support functions for T 1, E 1, ISDN, SONET, ATM, ADSL, HDSL equipment as well as N.T. -based networks, web servers, ethernet hubs, Cisco routers and switching equipment for customer demos, field trials, installations and trade shows. Total technical responsibility for designing customer networks, overseeing customer field trials and installations ensuring success and customer satisfaction. Accustomed to traveling to industry forums, trade shows, customer sites, and to companies in a partner-relationship, interfacing with both customers and partners on technical and business levels.

A project engineer with total project accountability over definition, design and development of domestic and international telecommunications equipment based on T1, E 1, ISDN, SONET, ATM, ADSL or HDSL technologies to Bellcore, ANSI, CCITT, CEPT, or ETSI standards. Taking the lead role overseeing all phases of development from product definition to manufacturing and coordinating and scheduling other engineers, other departments and outside resources. Primary company representative at ATM forum. Technical skills: microprocessor-based board level (PCB) design using Analog, CMOS, ASIC and FPGA components; FPGA (Xilinx) design; ASIC design; software design using "C" for the Motorola or Intel processor families; and safety and environmental testing including UL, FCC, Bellcore and BABT.

Education

1983 BSEE, University of Illinois, Champaign, Illinois. VLSI Technology, San Jose, California, "VLSI ASIC Design Course" TÜV Rheinland, Boston, Mass., "International Standards for Safety and Emissions ISO 9000, VDE and BABT Tellabs Training: JIT, TQC and other quality and testability seminars.

Employment History

1999-Present Network Architect TallGrass Communications, Inc., Chicago, IL

Responsible for all aspects of system design, integration and installation of the network over which TallGrass will offer service.

1995-1999 Manager Engineering Applications Westell Worldwide Services Inc., Aurora

Responsible for system design, integration and installation of ADSL products with customer's data equipment, including N.T. -based Networks, web servers, ethernet hubs, switches and routers to transport internet data to customer PCs. Responsible to provide sales engineering support and post-sales technical support to ISPs and RBOCs. Responsible to oversee RBOC field trials of ADSL. Technical responsibility to set up ADSL, data equipment and PCs for trade shows and to connect equipment to the internet.

Accomplishments

Accepted challenge to be technical director for **Westell Services Inc.**, a new division of Westell chartered with selling ADSL to the Internet Service Providers and offering system integration and installation services. Accomplished objective of visiting **ISPs** across the US and establishing customers in all geographical regions.

1990-1995 Senior Electronic Design Engineer Westell Technologies Inc., Aurora, IL

Responsible for design and development of products in T1, E1, HDSL, and ADSL families. Represent company at ATM forum and researching ATM for company's next generation products. Demonstrate ADSL product to Bell companies at customer sites.

Accomplishments

Assigned as principal engineer to develop the first product (E1 HDSL) for Westell International Division and challenged to provide a prototype in three month's time. In addition to normal design processes, this product was one of the first to use surface mount components and required approving, specifying and ordering more than 150 new components and coordinating the build with an outside surface mount house. Product was delivered to British Tel on time and orders were placed.

Complete technical responsibility of setting up a video-on-demand and interactive-data-services demo using ADSL, video servers, set-top-boxes, and other emerging technologies in Denver for U S WEST, other **RBOC's**, independents and foreign telephone companies. This demo was the first time in the world that four interactive TVs, Internet services, video conferencing and POTS were demonstrated over an existing single copper pair wire in a non-lab environment using the public switched telephone network. This demo was attended by CEO's and high level executives from the **RBOC's** and received attention in the trade journals. Contribution specifically recognized by U S WEST.

Exhibit 4

SIGNED MEMBERSHIP FORM TO THE UNIVERSAL TELEPHONE ASSISTANCE
CORPORATION

MEMBERSHIP APPLICATION AND AGREEMENT
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION

Name of Applicant: TALLGRASS COMMUNICATIONS. Inc.

Address of Applicant: 70 EAST LAKE STREET. 7" FLOOR

CHICAGO, ILLINOIS 60601

Name, title, address, and telephone number of responsible individual with applicant to whom communications should be sent:

PETER LYNCH

PRESIDENT and CHIEF EXECUTIVE OFFICER

70 EAST LAKE STREET. 7" FLOOR

CHICAGO, ILLINOIS 60601

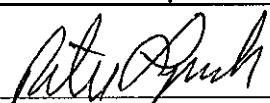
TEL (312) 236-0575

The applicant hereby applies for membership in the Universal Telephone Assistance Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the Corporation, the Corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as **defined** in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the Corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the **future**.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-301.1 **of the PUA**.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-301.1 of the PUA (including income **therefrom** and appreciation thereon) as the Commission may from time to **time** order or as the corporation may from time to time request **in** accordance with orders of the Commission.

Dated: March 22, 2000

By: 

Title: President & CEO

SPACE BELOW TO BE COMPLETED BY UTAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____ Universal Telephone Assistance Corporation

By: _____

Title: _____

Exhibit 5

SIGNED MEMBERSHIP FORM TO THE ILLINOIS TELECOMMUNICATIONS ACCESS
CORPORATION

MEMBERSHIP APPLICATION AND AGREEMENT
ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION

Name of Applicant: TALLGRASS COMMUNICATIONS, LLC

Address of Applicant: 70 EAST LAKE STREET. 7th FLOOR
CHICAGO. ILLINOIS 60601

Name, title, address, and telephone number of responsible individual **with** applicant to whom communications should be sent:

PETER LYNCH

PRESIDENT AND CHIEF EXECUTIVE OFFICER

70 EAST LAKE STREET. 7th FLOOR

CHICAGO. ILLINOIS 60601

TEL (312) 236-0575

The applicant hereby applies for membership **in** the Illinois Telecommunications Access Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the corporation, the corporation will accept and execute this application in the space provided below, **and** will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as **defined** in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended **from** time to time in the **future**.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights **and** obligations of each member may change as a result of this supervision and regulation.
4. To the extent from **time** to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-703 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-703 of the PUA (including **income** therefrom **and** appreciation thereon) as the Commission may from time to time order or as the corporation may **from** time to time request in accordance with orders of the Commission.

Dated: March 22, 2000

By: Peter Lynch

Title: President & CEO

SPACE BELOW TO BE COMPLETED BY ITAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Illinois Telecommunications Access Corporation

By: _____

Title: _____